IN THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF DELAWARE

MAGTEN ASSET MANAGEMENT CORPORATION and LAW DEBENTURE TRUST COMPANY OF NEW YORK,

Plaintiffs, C.A. No. 04-1494-JJF

v.

NORTHWESTERN CORPORATION,

Defendant.

STIPULATION AND [PROPOSED] ORDER OF DISMISSAL

Magten Asset Management Corporation, Law Debenture Trust Company of New York, and NorthWestern Corporation, comprising all of the parties to the above action, represent and stipulate by and through their undersigned counsel that the above matter has been settled and subject to the Court's approval is hereby DISMISSED with prejudice, with each party to bear its own costs.

Dated: July 30, 2008

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GREENBERG TRAURIG LLP

/s/ Victoria W. Counihan

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SO ORDERED this	day of	, 2008.	
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